

**CONSTITUTION AND BYLAWS OF THE
TAMPA BAY AREA SHETLAND SHEEPDOG CLUB, INC.**

CONSTITUTION

ARTICLE I

NAME AND OBJECTS

SECTION I: The name of the Club shall be Tampa Bay Area Shetland Sheepdog Club, Inc.

SECTION II: The objects of the Club shall be:

- (a) to encourage and promote the breeding of purebred Shetland Sheepdogs, and to do all possible to bring their natural qualities to perfection;
- (b) to urge members and breeders to accept the standard of the breed, as adopted by the American Shetland Sheepdog Association and as approved by the American Kennel Club as the only standard of excellence by which the Shetland Sheepdogs will be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanship-like competition at dog shows, performance events and any other breed related activities including, but not limited to meetings, seminars, etc.
- (d) to conduct sanctioned and licensed specialty shows and performance events under the rules of the American Kennel Club.

SECTION III: The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION IV: The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

ARTICLE I

MEMBERSHIP

SECTION I: Eligibility: Any person residing in the territorial limitations as established for this Club by the American Kennel Club, being in good standing with the American Kennel Club, and who subscribes to the purposes of this Club as set forth in the Constitution, shall be eligible; members under the age of eighteen (18) shall be non-voting, nor shall they be elected to office. Junior Members (under 18) shall be encouraged to attend and participate in Club activities until they may vote. While

membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and the exhibitors in Hillsborough and Pinellas Counties, Florida.

SECTION II: **Dues:** The Club shall establish dues for all members as may be voted on by a majority vote of members present and voting at any regular meeting. The vote regarding a change in dues shall be published to all members prior to the vote at a regular meeting. Dues are payable on or before the first of January of each year. New members joining after July first (1st) of each year shall pay one-half membership dues for the remainder of that year. During the month of November, the Treasurer shall notify members of dues for the ensuing year. No member may vote whose dues are not paid for the current year.

SECTION III: **Election to Membership:** Each applicant shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution and the Bylaws and the rules of the American Kennel Club. Accompanying the application, the appropriate dues for the current year shall be submitted by the prospective member. All applications shall be filed with the Secretary. Each application is to be read at the next regular meeting of the Club following its receipt. The Secretary shall then have published in the Bulletin those names to be voted on at the next regular meeting. The affirmative vote of 3/4 of the members present and voting at the meeting shall be required to elect the applicant. The applicant shall be notified within ten (10) days of the election, which shall be by secret, written ballot. If the application is not accepted for membership, the dues payment shall be returned to the applicant.

SECTION IV: **Termination of Membership:** Membership may be terminated:

- (a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club or having in his or her possession any property of the Club. Members attempting to resign while in debt to the Club shall be reported by the Secretary of the Club to the American Kennel Club, as delinquent in payment. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year. No part of the dues shall be refunded to a resigning member.
- (b) **By lapsing.** A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional grace period of sixty (60) days to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are not paid as of the date of that meeting.
- (c) **By expulsion.** A membership may be terminated by expulsion as

provided in Article VI of this Constitution and Bylaws. Notification shall be sent to the American Kennel Club of such expulsion.

ARTICLE II

MEETING AND VOTING

SECTION I: **Club Meetings:** Meetings shall be held in Hillsborough or Pinellas Counties on such date and at such hour as shall be agreed upon by 2/3 vote of members present and voting at the previous month's meeting. Written notice of such meetings shall be mailed or sent by electronic means at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be 15% of the members in good standing.

SECTION II: **Special Club Meetings:** Special Club Meetings may be called by the President, or by a majority vote of the members of the Board who are present at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing. Such special meetings shall be held in Hillsborough or Pinellas Counties at such an hour and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or sent by electronic means by the Secretary at least ten (10) days and not more than fifteen (15) days prior to such meeting; said notice shall state the purpose of the meeting, and no other Club business shall be transacted thereat. The quorum for such meetings shall be 15% of the members in good standing.

SECTION III: **Board Meetings:** Meetings of the Board of Directors shall be held in Hillsborough or Pinellas Counties at least once a month, on such date and at such an hour as may be designated by the President. Written notice of such meeting shall be mailed or sent by electronic means by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board.

SECTION IV: **Special Board Meetings:** Special Board meetings may be called by the President, or by the Secretary upon receipt of a written request signed by at least three (3) members of the Board. Such special meetings shall be held in Hillsborough or Pinellas Counties on such date and at such hour and place as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed or sent by electronic means by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting, and no other business shall be transacted thereat. A quorum for such meetings shall be a majority of the Board.

SECTION V: **Voting:** Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Voting privileges will be restricted to members eighteen (18) and older. Proxy voting will not be permitted at any Club

meeting or election. Voting procedures for officer elections and for membership shall be by secret ballot.

ARTICLE III

DIRECTORS AND OFFICERS

SECTION I: Board of Directors: The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, and three (3) other persons. All officers and directors shall be elected for one-year terms at-as provided in Article IV. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION II: Officers: The Club's officers, consisting of President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to both the Club and its meetings and the Board and its meetings. No President may hold the office more than two (2) consecutive years. Officers must have been members in good standing for a period of 90 days at the time of the election. Dues must be current.

- (a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in this document.
- (b) The Vice-President shall greet, welcome, and introduce all guests. In addition, the Vice-President shall have the powers and exercise the duties of the President in case of the President's death, absence, or incapacity. The Vice-President shall also serve as coordinator of Programs.
- (c) The Secretary shall keep a record of all meetings of the Club and of the Board, and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notification of members of meetings, notification of officers and directors of their election to office, notification of new members of their election to membership, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed in this document.
- (d) The Treasurer shall collect and receive all monies due or payments made and handle all financial reports pertaining to the Club. The Treasurer shall deposit monies received in a bank satisfactory to the Board in the name of the Club. The books shall be open to inspection of the Board, and the Treasurer shall report the membership at every regular meeting the condition of the Club's finances and every item or receipt or payment not before reported. At the February meeting the Treasurer shall render an account of all monies received and expended during the previous year. The Treasurer's accounts shall be audited

by a committee of three (3) appointed by the President and they shall make the report to the membership. The Club treasury shall be placed in an organizational account. The Treasurer, and the President, and one other officer as designated by the Board of Directors shall be on the signature cards recognized by the bank. Only one officer's signature will be required to sign checks.

SECTION III: Vacancies: Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice-president, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV

SECTION I: Club Year: The Club's fiscal year and official year shall begin on the first day of January and end on the last day of December.

SECTION II: Annual Meeting: The annual meeting shall be held in the month of December at which directors and officers for the ensuing year shall be installed. Their term shall start at the beginning of the official year. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within (30) thirty days.

SECTION III: Election: The nominated candidate receiving the majority of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be elected. Officers and directors for the ensuing year shall be elected at the November meeting by secret, written ballot from among those nominated in accordance with Section IV of this Article.

SECTION IV: Nominations: No person may be a candidate in a Club election who has not been nominated. During the month of September, the general membership shall elect a nominating committee consisting of three (3) members in good standing who shall be elected by secret ballot. Two alternate members will be chosen to be called upon in the event one of the five (5) members of the nominating committee is unable to attend. The Secretary shall immediately notify the committeemen of their selection. The nominating committee shall choose a chairman from among themselves, and their names and telephone numbers and email addresses shall be published in the October Bulletin. It shall be the duty of the Nominating Committee Chairman to call a committee meeting which shall be held at least two weeks before the November meeting.

(a) The Committee shall nominate one candidate for each office and three candidates for the three other positions on the Board, and, after securing the consent of each person nominated, shall immediately

report their nominations to the Secretary in writing.

- (b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member of the candidates so nominated by publishing the Slate of Officers in the November bulletin which will be mailed or sent by electronic means to each member before the November meeting.
- (c) Additional nominations may be made at the November meeting by any member in attendance and who is in good standing with the Club provided that the person so nominated is in good standing with the Club and does not decline when his name is proposed; and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be elected to more than one office, and the additional nominations which are provided for herein may be made only from among those members who were not nominated by the Nominating Committee.
- (d) The election will follow additional nominations at the November meeting.

ARTICLE V

COMMITTEES

SECTION I: Board approval is required for the appointing of standing or special committees chairmen to advance the work of this Club.

SECTION II: Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

DISCIPLINE

SECTION I: American Kennel Club Suspension: Any member who is suspended from the privileges of the American Kennel Club shall be suspended automatically from the privileges of this Club for a like period.

SECTION II: Charges: Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of ten dollars (\$10.00) which shall be forfeited if such charges are not sustained. The Secretary shall promptly

send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it may fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally wish to appear in his own defense and bring witnesses if he wishes.

SECTION III: The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each of the parties of the Board's decision and penalty, if any.

SECTION IV: Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the Board following a Board hearing and upon the Board's recommendation as provided in Section III of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The meeting shall vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting is necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand. If expulsion is voted, the Secretary shall notify the American Kennel Club by submitting a written notification.

ARTICLE VII

AMENDMENTS

SECTION I: Amendments to the Constitution and Bylaws may be proposed by the

Board of Directors or by written petition addressed to the Secretary signed by twenty per cent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

SECTION II: The Constitution and Bylaws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or sent by electronic means to each member at least two (2) weeks prior to the date of the meeting.

ARTICLE VIII

DISSOLUTION

SECTION I: The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club, its properties and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX

ORDER OF BUSINESS

SECTION I: All meetings shall be conducted under Robert's Rules of Order.

SECTION II: At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call by signature sheet
Minutes of Last Meeting
Report of Board
Report of President
Report of Vice-President
Report of Secretary
Report of Treasurer
Report of Committees
Election of Officers and Board (at November meeting)
Election of New Members
Unfinished Business
New Business
Adjournment

SECTION III: At meetings of the Board, the order of business, unless directed by a majority vote of those present, shall follow the order as specified in Section II of this Article.

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